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September 1, 2015

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Director - Utilities

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AZ CORP COMMISSION
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T-20613A-15-0190

Ernest Johnson, Executive Director
Arizona Corporation Commission
Utilities Division
1200 W. Washington Street
Phoenix, AZ 85007-2927

RE: Update Regarding the Indirect Change of Control of Mercury Voice and Data, LLC

Dear Mr. Johnson:

Cequel Corporation ("Cequel"), Mercury Voice and Data, LLC ("Licensee"),¹ and Altice N.V. ("Altice," and together with Cequel and Licensee, the "Parties"), through undersigned counsel, hereby submit this letter to update certain information regarding the pending transfer of control of Cequel (the "Transaction").

As described in the Parties' notice to the Commission dated June 3, 2015 (the "Notice"), Altice S.A., through certain of its wholly-owned subsidiaries, agreed to acquire a 70% interest in, and ultimate control of, Cequel and its subsidiaries, including Licensee, pursuant to a Purchase and Sale Agreement ("Purchase Agreement") entered into on May 19, 2015. The Parties understand that Commission approval is not required for the Transaction, which will occur at the parent company level.² The Transaction is expected to close in the fourth quarter of 2015.

Altice S.A., a publicly traded Luxembourg company, recently completed a *pro forma* corporate reorganization (the "Reorganization") unrelated to the Transaction that resulted in a stock split and the substitution of Altice N.V., a Dutch public company, for Altice S.A., as the ultimate parent of the Altice group, and thus the ultimate parent of Cequel upon closing of the Transaction. In connection with the Reorganization Altice S.A. merged with and into New Athena B.V., a newly formed Dutch private limited liability company, with New Athena B.V. as the acquiring entity and Altice S.A. as the company ceasing to exist (the "Merger").

¹ Licensee was issued a CC&N by the Commission on February 3, 2010 (Decision No. 71480).

² As described in the Notice, , Licensee had less than \$10 million in jurisdictional revenues in the most recent fiscal year, 2014, and no other telecommunications affiliates of Licensee or Cequel currently provide telecommunications service (or have revenues) in Arizona. Therefore, the Arizona Affiliated Interest Rules, A.A.C. R12-2-801 to R12-2-806 do not apply in this matter. Because the change of control will occur at the parent company level no assets of the regulated utility will be sold, leased, encumbered, or otherwise disposed of by the utility. Therefore, A.R.S. §40-285 does not apply to this transaction. Additionally, because Licensee and Cequel are foreign public service corporations whose physical facilities are used in providing communications services in interstate commerce, the stock transfer is exempt from Commission approval under A.R.S. § 40-301(D).

Arizona Corporation Commission

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Immediately prior to completion of the Merger, New Athena B.V. was converted into a Dutch public company and renamed Altice N.V. Altice N.V. is a public company under Dutch law, having its official seat in Amsterdam, the Netherlands, and is registered with the Dutch trade register under number 63329743.

Pursuant to the Merger, the shareholders of Altice S.A. were granted shares in Altice N.V. pro rata to their interest in Altice S.A. Thus, the ownership interests of Altice N.V. are the same as the former Altice S.A. Except for the changes noted above, all statements in the Notice regarding the ultimate post-Transaction ownership and control of Cequel and Licensee remain accurate.

This letter is provided for informational purposes to ensure the accuracy of the Commission's records. Should you have any questions regarding this filing, please contact the undersigned.

Respectfully submitted,

**CEQUEL CORPORATION
MERCURY VOICE AND DATA, LLC**

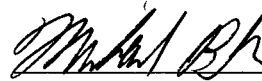


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ORIGINAL + 13 copies of the foregoing filed this 1st day of September, 2015, with:

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